

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
CORE SCIENTIFIC, INC. <i>et al.</i> , ¹)	Case No. 22-90341 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**STIPULATION AND AGREED ORDER AMONG THE DEBTORS,
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
AND B. RILEY REGARDING CHALLENGE PERIOD**

This stipulation (this “Stipulation”) is entered into, by and through the undersigned counsel, by and between (i) the above-captioned debtors and debtors in possession (collectively, the “Debtors”), (ii) the Official Committee of Unsecured Creditors (the “Committee”), and (iii) B. Riley Commercial Capital, LLC and BRF Finance Co, LLC (together, “B. Riley”, and collectively with the Debtors and the Committee, the “Parties”). Capitalized terms used but not defined in this Stipulation shall have the meanings given to them in the Final DIP Order (as defined below).

RECITALS

A. On December 21, 2022, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

B. On January 9, 2023, the Office of the United States Trustee appointed the Committee.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

C. On March 1, 2023, the Court entered the *Final Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief* [Docket No. 608] (the “Final DIP Order”).

NOW, THEREFORE, in consideration of the promises and mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is **STIPULATED, AGREED, AND ORDERED** as follows:

1. Each of the recitals above is incorporated herein by reference.
2. The Parties stipulate and agree that the Challenge Deadline for the Committee (and only the Committee) shall be extended to the date that is the deadline fixed by the Court to object to confirmation of the Debtors’ chapter 11 plan of reorganization, solely with respect to (i) potential claims against B. Riley pursuant to section 547 of the Bankruptcy Code to avoid certain payments made to B. Riley in the 90 days preceding the Petition Date; and (ii) potential claims pursuant to sections 544 and 548 of the Bankruptcy Code to avoid certain payments made to B. Riley related to the repayment of the Bridge Note Obligations.
3. No provisions of the Final DIP Order are modified in any manner other than as specifically set forth herein and, other than the changes thereto effectuated pursuant to this Stipulation, the Final DIP Order shall remain in full force and effect.
4. Each Party has participated in and jointly consented to the drafting of this Stipulation.
5. This Stipulation may not be amended, modified or waived except in a writing signed by each of the Parties.

6. This Stipulation shall be binding upon the Parties and all of their affiliates, assigns, and successors, in each case in their respective capacities as such, upon entry of the order approving this Stipulation.

7. This Stipulation may be executed in one or more counterparts, each of which shall be deemed an original, but all of which, when taken together, shall constitute one and the same instrument.

8. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.

Houston, Texas

Dated: _____, 2023

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

STIPULATED AND AGREED TO THIS 14th DAY OF APRIL 2023:

/s/ Lydia R. Webb

GRAY REED

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